

**AMENDMENT TO
INTERCONNECTION AGREEMENT UNDER SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS ACT
OF 1996
BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
d/b/a
AT&T KENTUCKY
AND
ACN COMMUNICATIONS SERVICES, INC.**

The Interconnection Agreement dated¹ January 17, 2004 by and between BellSouth Telecommunications, Inc. d/b/a AT&T Kentucky ("AT&T") and ACN Communications Services, Inc. ("ACN") ("Agreement") effective in the State of Kentucky is hereby amended as follows:

1. Section 3.1 of the General Terms and Conditions is amended by adding the following section:
 - 3.1.1 Notwithstanding anything to the contrary in this section 3.1, the original expiration date of this Agreement, as modified by this Amendment, will be extended for a period of three (3) years from January 14, 2008 until January 13, 2011 (the "Extended Expiration Date"). The Agreement shall expire on the Extended Expiration Date; provided, however, that during the period from the effective date of this Amendment until the Extended Expiration Date, the Agreement may be terminated earlier either by written notice from ACN, by AT&T Kentucky pursuant to the Agreement's early termination provisions, or by mutual agreement of the parties.
2. The Parties acknowledge and agree that AT&T Kentucky shall permit ACN to extend this Agreement as described herein, subject to amendment to reflect future changes of law as and when they may arise.
3. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
4. In entering into this Amendment neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.
5. This Amendment shall be filed with and is subject to approval by the Kentucky Public Service Commission and shall become effective on the date of the last signature executing the Amendment.

¹ The term dated means the effective date of this Interconnection Agreement.

ACN Communications Services, Inc.

By: Dave Stevanovski
Name: DAVE STEVANOVSKI
(Print or Type)
Title: PRESIDENT
(Print or Type)
Date: 9/10/08

BellSouth Telecommunications, Inc. d/b/a
AT&T Kentucky,

By: Kristen E. Shore
Name: Kristen E. Shore
Title: Director
Date: 9/24/08

OCN #

ACNA

KENTUCKY